

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

In re §
WESTMOUNT GROUP, INC. §
Debtor. § No. 21-30633-HCM-11

**FIRST AMENDED SUPPLEMENT OF ALBERT FLORES TO HIS MOTION
TO DISMISS CHAPTER 11 CASE AS A BAD-FAITH FILING**

TO THE HONORABLE H. CHRISTOPHER MOTT, BANKRUPTCY JUDGE:

Now comes ALBERT FLORES (“FLORES”), a creditor in this case, and files this First Amended Supplement to his Motion to Dismiss this Chapter 11 case as a Bad-Faith Filing (Doc.#17), and would show:

1.

ALBERT FLORES’ Motion to Dismiss this Case as a Bad-Faith Filing was filed on September 17, 2021, at 3:06 p.m. MST. When FLORES last checked at around 1:00 p.m., there were no schedules filed in this case. At 2:16 p.m. MST that afternoon, the Debtor WESTMOUNT GROUP, INC. finally filed its original Schedules A through H and Statement of Financial Affairs (Docs. #13 and #14) in this case.

2.

The Schedules, when they were eventually filed, were expected by FLORES to reveal “at least \$700,000.00” and “at least \$338,000.00” in the form of money market certificates at WELLS FARGO BANK, and at least three different loans from WELLS FARGO BANK to the Debtor, secured by those money market certificates. But those money market certificates were not scheduled, and the Statement of Financial Affairs Part 6 Number 13 revealed no dispositions of them. The “at least” \$1,038,000.00 in money market certificates had been shown to the 327th District Court, in WESTMOUNT GROUP, INC’s name continuously from January 4th 2021 until as recently as July 14, 2021. *See* the Exhibits 12, 17, and 18, to this Motion to Dismiss, at

their respective pages 8-14, 20-22, and 6-11. The money market certificates are the subject of a temporary injunction against alienation in the state court. The automatic stay does not dissolve an injunction. *See Seiko Epson Corp. v. Nu-Kote International, Inc.*, 190 F.3d 1360 (Fed. Cir. 1999), *reh'g denied; and see Holland America Ins. Co. v. Succession of Roy*, 777 F.2d 992 (5th Cir. 1985) (interpleader not dissolved by automatic stay). Any post-petition transfer would have been outside the ordinary course, requiring Bankruptcy Court approval. *See also Picco v. Global Marine Drilling Co.*, 900 F.2d 846, 850 (5th Cir. 1990) (*held*, automatic stay does not divest all other courts of jurisdiction to hear every claim that is in any way related to the bankruptcy proceeding). . . [O]ther district courts retain jurisdiction to determine the applicability of the stay to litigation pending before them” The only debt to WELLS FARGO BANK that is scheduled, is a line of credit with a balance of \$0.00.

3.

The only assets shown in the September 17, 2021 Schedules for WESTMOUNT GROUP, INC. are \$2,940 in a WELLS FARGO BANK checking account and 8 different real estate notes receivable, payable to the Debtor by these entities:

- a) WESTMOUNT ASSETS, INC. (three notes)
- b) 71 CAMILLE, INC. (two notes)
- c) 538 EAST, INC. (one note)
- d) TRR 4133, INC. (two notes)

4.

According to the corporation records of the Texas Secretary of State, hereto attached as Exhibit “A,” WESTMOUNT ASSETS, INC.’s incorporator is KEYVAN PARSA, and he remains the principal officer and 50% shareholder of the Debtor.

5.

According to the corporation records of the Texas Secretary of State, hereto attached as Exhibit "B," 71 CAMILLE, INC.'s incorporator and sole shareholder is DOUGLAS L. RUTTER, who is KEYVAN PARSA's unofficial financial advisor and sometime bookkeeper.

6.

According to the corporation records of the Texas Secretary of State, hereto attached as Exhibit "C," 538 EAST, INC.'s incorporator and sole shareholder is DOUGLAS L. RUTTER, who is KEYVAN PARSA's unofficial financial advisor and sometime bookkeeper.

7.

According to the corporation records of the Texas Secretary of State, hereto attached as Exhibit "D," TRR 4133, INC.'s incorporator and sole shareholder is TERRI R. RUTTER. She is the spouse of DOUGLAS L. RUTTER, who is KEYVAN PARSA's unofficial financial advisor and sometime bookkeeper.

8.

It is evident from the foregoing that the Debtor's only business activity is posting and cashing real estate note payments from other insiders, for benefit of its insider KEYVAN PARSA, who moves the money around whenever it suits him.

9.

The Debtor reports no income, for any year, on its Statement of Financial Affairs. This is another strong signal that there is no ongoing business activity, and no employee jobs, to be saved and reorganized by this case.

10.

It is evident from the September 17 Schedules, also, that the only debts WESTMOUNT GROUP, INC. *admits* it owes, in any amount, are four:

- a) A secured debt on Schedule "D" to MONTOYA PARK PLACE for \$1,461,586.09, supposedly secured by "all assets" of the Debtor, totaling \$794,555.36 in value. Evidently a promissory note has been created since July 20, 2020, to make it appear that WESTMOUNT GROUP, INC. "gave value" for the "at least \$1,038,000" in money market certificates which KEYVAN PARSA and/or MONTOYA PARK PLACE, INC. placed in the name of WESTMOUNT GROUP, INC. on July 20, 2020. At no time during the proceedings in the 327th District Court from January 4, 2021 to July 14, 2021 was any promissory note from WESTMOUNT GROUP, INC. to MONTOYA PARK PLACE, INC. mentioned, as a mutation of the money markets certificates. There was no lien given, however, upon the money-market certificates, and "all assets" is not a sufficient description to create a valid security interest or financing statement. \$794,000 does not fully secure \$1,461,586.00 in debt, and MONTOYA PARK PLACE, INC. is a Co-Defendant in the 327th District Court litigation as a holder or previous holder of the unjust enrichments in that case. MONTOYA PARK PLACE, INC. is presently controlled in fact by PARSA, subject to the outcome of that case. If any financing statement (and security agreement) was ever prepared, it was never recorded with the Texas Secretary of State. *See* the UCC search dated September 20, 2021 on WESTMOUNT GROUP, INC. attached as Exhibit "E."
- b) \$700,000 to WESTSTAR TITLE;
- c) An "unknown" amount to FIDELITY NATIONAL TITLE INSURANCE COMPANY;
- d) \$373,000 in disputed debt to ALBERT FLORES.

There is also scheduled an “unknown” amount supposedly owed to MANNY JEMENTE.*

11.

Of the foregoing debt, which is all the debt scheduled as of September 17 for amounts other than “\$0.00,” each one except MANNY JEMENTE’s comes from the litigation in the 327th District Court. THERE IS NO OTHER SCHEDULED DEBT TO PAY, and the state court could have resolved everyone’s claims. And there was sufficient money subject to a temporary injunction in the state court, to pay the principal amounts of the creditors’ claims.

12.

The Statement of Financial Affairs filed on September 17, 2021 in this case also shows that within five days of Judge SPIECZNY’s July 14, 2021 refusal to vacate his order that PARSA deposit \$750,000 from the WESTMOUNT GROUP, INC. money market certificates** into the registry of the 327th District Court, PARSA paid preferentially \$450,000 to an “affiliate” named “TECHROVER, INC.” *See* the Texas Secretary of State’s record of the last two filings for TECHOVER, INC. PARSA took over from DOUGLAS RUTTER as its registered agent on September 3, 2021 and was President and Director as of its last Annual Report. *See* Exhibit “F” hereto attached.***

* The Schedules dignify this debt undeservedly. MANNY JEMENTE has a late-2019 listing agreement with JOHANNSEN DEVELOPMENT GROUP, INC. that had not been signed by PARSA. The listing agreement and an earnest-money contract for \$1,495 million on Tract 3 JOHANNSEN SUBDIVISION, which PARSA also refused to sign, were two years later than FLORES’ 2017 deed of trust and were both cut off by FLORES’ February 4, 2020 foreclosure upon Tract 3.

** After hearing Mr. PARSA testify that he would experience an early withdrawal penalty of 6.7% and be in default on three loans at WELLS FARGO BANK, if he had to deposit all \$1,038,000.00 that was in the WESTMOUNT GROUP, INC. money market certificates, Judge Spieczny lowered the deposit amount to \$750,000.00. *See* Exhibit 18 to the Motion to Dismiss, at pages 6-11.

*** At the 341 meeting on September 28, 2021, Mr. PARSA re-characterized these transfers as refinancings, not conveyances. An Amended Statement of Affairs is supposed to be forthcoming, to explain. In a refinancing, WESTMOUNT GROUP, INC. would be owed new notes.

13.

The Statement of Financial Affairs dated September 17 also shows that within five days after Judge Spieczny's July 14, 2021 order to deposit the \$750,000, PARSA caused WESTMOUNT GROUP, INC. to sell to his closely-held affiliates and his allies the RUTTERS, the following El Paso real properties:

- a) 538 East Road, to 538 East, Inc. for a \$76,500.00 note.
- b) 3220 Montana Avenue, to WESTMOUNT ASSETS, INC. for a \$35,000.00 note.
- c) 4325 Leeds Avenue, to WESTMOUNT ASSETS, INC. for a \$35,000.00 note.
- d) 4500 Frankfort Avenue, for a \$35,000.00 note;
- e) 4537 Skylark Way, for a \$93,892.83 note;
- f) 9532 Charleston Street, for a \$74,159.26 note.

The respective present CAD values for the six properties are, \$63,761.00, \$107,760.00, \$67,977.00, \$112,000.00, \$119,116.00, and \$113,162.00. WESTMOUNT GROUP, INC. did not get adequate value in return for its property. The notes total \$314,532.09 while the properties' CAD values total \$464,660.00. And WESTMOUNT GROUP gave its insider-purchasers 100% financing. They can hardly be bona fide purchasers under the circumstances. And all of them were aware of the litigation in the 327th District Court; DOUGLAS A. RUTTER was a witness called by KEYVAN PARSA at one of the Motion to Vacate hearings.

14.

It has since been stated by Dr. PARSA at the 341 meeting, that the six properties were already subject to notes owed to WESTMOUNT GROUP, INC., and the subject transactions were refinancings, which were needed because the notes were in default. In that instance, the refinancings would have eliminated or postponed the ability to foreclose the notes—another setback to eventual liquidity and an intentional maneuver to transfer, delay, or defeat creditors.

15.

While the above transfers are avoidable in bankruptcy, suggesting there might be a reason to keep this Chapter 11 case going, the attitude and statements of KEYVAN PARSA at the Meeting of Creditors indicate he will not, while in control of WESTMOUNT GROUP, INC., use a debtor-in-possession's powers to recover them. He defended using proceeds of the money market certificates to pay real estate commissions that he owed personally, because he is "related to" WESTMOUNT GROUP, INC. And he finally conceded at the 341 meeting that WESTMOUNT GROUP, INC. used the money market certificates to pay off loans at WELLS FARGO BANK totaling \$450,000 to \$500,000. For months in the 327th District Court he maintained the loans totaled only \$165,000.00.

WHEREFORE, PREMISES CONSIDERED, FLORES repeats his prayer, that this case be dismissed as a bad-faith filing, for the reasons previously pleaded, and for the additional reasons stated above. However he prays in the alternative that a Trustee be appointed and that this case be converted to Chapter 7 so that all preferential and fraudulent transfers can be recovered. Further FLORES prays for all other relief deserved in the circumstances, general or special, at law or equity.

Respectfully submitted this 15th day of October, 2021.



E.P. BUD KIRK
Texas State Bar No. 11508650
600 Sunland Park Dr.
Building Four, Suite 400
El Paso, TX 79912
(915) 584-3773
(915) 581-3452 facsimile
kirk@aol.com

Attorney for ALBERT FLORES

CERTIFICATE OF SERVICE

I do hereby certify that on this 15th day of October, 2021, I did cause a copy of the foregoing First Amended Supplement of Albert Flores to his Motion to Dismiss Chapter 11 Case as a Bad Faith Filing to be mailed to Jim Rose, Attorney for the United States Trustee, 615 E. Houston, Ste. 533, P.O. Box 1539, San Antonio, TX 78295-1539; to Brad W. Odell, Subchapter V Trustee, 1500 Broadway, Ste. 700, Lubbock, TX 79401-3169; to Westmount Group, Inc., 810 N. Kansas Street, El Paso, TX 79902-5207; to Stephen W. Sather, 7320 N MoPac Expy, Ste. 400, Austin, TX 78731; to City of El Paso, c/o Don Stecker, 112 E. Pecan St., Ste. 2200, San Antonio, TX 78205-1588; to Weststar Title, LLC, c/o James W. Brewer, 221 N. Kansas, Ste. 1700, El Paso, TX 79901-1401; and to all persons who have been identified to date as parties in interest in this case, as shown on the attached list.


/s/ 
E.P. BUD KIRK

4063.007-MC-100621

Fidelity National Title Insurance Co.
c/o Shakira Kelley
6900 Dalls Parkway, Ste. 610
Plano, TX 75024-7164

Albert Flores
3605 Arcadia
El Paso, TX 79902

Keyvan Parsa
7604 Plaza Redonda
El Paso, TX 79912-8402

Keyvan Parsa, M.D. and
Montoya Park Place, Inc.
c/o Mark Walker
221 N. Kansas, Ste. #2000
El Paso, TX 79901

Manny Jemente
Acala Investments
6044 Gateway Blvd. East
El Paso, TX 79905-2023

Shabnam Izadpanahi
36 Micmac Crescent
North York, ON M2H2K2

Troy Chandler Brown
P.O. Box 221588
El Paso, TX 79913

Troy C. Brown
c/o Mannie Kalman
311 Montana, Bldg. A-2, Ste. 106
El Paso, TX 79902

Ulrick Moise
Palacio de Paquim
C. Durango 2047
32575 CD Juarez
Chih. Mexico

Wells Fargo Business
P.O. Box 6995
Portland, OR 97228-6995

EXHIBIT “A”

TEXAS SECRETARY of STATE
JOSE A. ESPARZA

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 801697961 **Entity Type:** Domestic For-Profit Corporation
Original Date of Filing: December 7, 2012 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32049680559
Duration: Perpetual

Name: WESTMOUNT ASSETS, INC.
Address: 810 N KANSAS ST
EL PASO, TX 79902-5207 USA

REGISTERED AGENT	FILING HISTORY	NAMES	MANAGEMENT	ASSUMED NAMES	ASSOCIATE ENTITIES
Name KEYVAN PARSA	Address 810 N. KANSAS EL PASO, TX 79902 USA				Inactive Date

[Order](#) [Return to Search](#)

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

EXHIBIT “B”

TEXAS SECRETARY of STATE
JOSE A. ESPARZA

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 802336062 **Entity Type:** Domestic For-Profit Corporation
Original Date of Filing: November 19, 2015 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32058872022
Duration: Perpetual

Name: 71 CAMILLE, INC.
Address: 71 CAMILLE DRIVE
EL PASO, TX 79912 USA

REGISTERED AGENT	FILING HISTORY	NAMES	MANAGEMENT	ASSUMED NAMES	ASSOCIATE ENTITIES
Name Douglas L Rutter	Address 71 CAMILLE DR El Paso, TX 79912 USA				Inactive Date

[Order](#) [Return to Search](#)

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

EXHIBIT “C”

TEXAS SECRETARY of STATE
JOSE A. ESPARZA

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 802246035 **Entity Type:** Domestic For-Profit Corporation
Original Date of Filing: July 1, 2015 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32057678560
Duration: Perpetual

Name: 538 East, Inc.
Address: 71 CAMILLE DRIVE
EL PASO, TX 79912 USA

REGISTERED AGENT	FILING HISTORY	NAMES	MANAGEMENT	ASSUMED NAMES	ASSOCIATE ENTITIES
Name Douglas L Rutter	Address 71 Camille Drive El Paso, TX 79912 USA				Inactive Date

[Order](#) [Return to Search](#)

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

EXHIBIT “D”

TEXAS SECRETARY of STATE
JOSE A. ESPARZA

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 802081836 **Entity Type:** Domestic For-Profit Corporation
Original Date of Filing: October 13, 2014 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32055407004
Duration: Perpetual

Name: TRR 4133, INC.
Address: 71 CAMILLE
EL PASO, TX 79912 USA

<u>REGISTERED AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATE ENTITIES</u>
Name Douglas L Rutter		Address 220 Thunderbird, Ste. R El Paso, TX 79912 USA			Inactive Date

[Order](#) [Return to Search](#)

Instructions:

- To place an order for additional information about a filing press the 'Order' button.

EXHIBIT “E”

TEXAS SECRETARY of STATE
JOSE A. ESPARZA

Debtor Name Search

This debtor name search was performed on 09/17/2021 06:32 PM with the following search parameters:

DEBTOR NAME: WESTMOUNT GROUP, INC.

CITY: [Not Specified]

No records exist which match the criteria you have entered.

[Order Certificate](#) [New Search](#)

Instructions:

- Press 'New Search' if you wish to perform another web inquiry.
- Press 'Previous' or 'Next' to scroll through the results of this inquiry.
- Enter the page number and click 'GO' button to view the desired page.
- Press 'Order Search Certificate' if you wish to order a search certificate with the parameters entered for this web inquiry.
- If you wish to order only selected filings for this debtor, check by the filings and press 'Order Selected Filings'.
- Checked filings will be retained from page to page as you scroll through the results of this inquiry.
- If an order for a search certificate or selected filings is placed against this web inquiry, the web inquiry fee will be waived.
- Check 'Select All Filings' and press 'Order Selected Filings' if you wish to order copies of all filings and full filing history for the results of this web inquiry.
- To view a particular filing document, click on the image under 'View' for the desired document.

EXHIBIT “F”

05-102
(Rev 9-15/33)**Texas Franchise Tax Public Information Report**To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),
Professional Associations (PA) and Financial Institutions**T code 13196 Franchise****Taxpayer number**

3 2 0 1 4 3 1 3 8 6 3

Report year

2 0 1 9

FIELD MAILYou have certain rights under Chapter 552 and 559,
Government Code, to review, request and correct information
we have on file about you. Contact us at 1-800-252-1381**Taxpayer name**

TECHROVER, INC.

Mailing address

71 CAMILLE DR

City

EL PASO

State

TX

ZIP code plus 4

79912-5439

**Secretary of State (SOS) file number or
Comptroller file number**

0800299856

 Blacken circle if there are currently no changes from previous year, if no information is displayed, complete the applicable information in Sections A, B and C.**Principal office**

71 CAMILLE DR EL PASO TX 79912-5439

Principal place of business

71 CAMILLE DR EL PASO TX 79912-5439

You must report officer, director, member, general partner and manager information as of the date you complete this report.

Please sign below! This report must be signed to satisfy franchise tax requirements.**SECTION A** Name, title and mailing address of each officer, director, member, general partner or manager.

3201431388319

Name	Title	Director	Term expiration	m m d d y y
KEYVAN PARSA	PRESIDENT	<input checked="" type="radio"/> YES	1 2 3 1 3 0	
Mailing address	City		State	ZIP Code
Name	Title	Director	Term expiration	m m d d y y
Mailing address	City		State	ZIP Code
Name	Title	Director	Term expiration	m m d d y y
Mailing address	City		State	ZIP Code

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
--	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file (see instructions if you need to make changes)

You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Agent:

Office:

City

State

ZIP Code

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here

Keyvan Parsa

Title
President

Date

07/16/2019

Area code and phone number
(915) 581 - 1040

Texas Comptroller Official Use Only

